

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,
Debtors.¹

Case No. 16-42529
CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:
TBD

Hearing Location:
TBD

**MOTION OF THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
ENTRY OF AN ORDER (I) SCHEDULING AN EXPEDITED
HEARING ON FIRST DAY MOTIONS FILED BY THE DEBTORS
AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Peabody Energy Corporation ("PEC") and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), hereby move this Court, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 9013-2(A) of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the "Local Bankruptcy Rules"), for an order:

(a) scheduling an expedited hearing on certain of the first day motions (collectively, the "First Day Motions") filed by the Debtors contemporaneously herewith, as set forth in the proposed first day agenda attached hereto as Exhibit A (in which the Debtors also indicate whether they are seeking an interim or final order on each First Day Motion) and (b) approving

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The Debtors and their employer identification numbers are listed on Schedule 1 attached hereto. The addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

the form and manner of notice thereof (the "First Day Notice"), which is attached hereto as Exhibit B,² and in support thereof, respectfully represent as follows:

Jurisdiction and Venue

1. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On April 13, 2016 (the "Petition Date"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. Debtor PEC is a Delaware corporation headquartered in St. Louis, Missouri. PEC was incorporated in 1998 and became a public company in 2001. Each of the other Debtors is a wholly-owned direct or indirect subsidiary of PEC.

4. PEC is the world's largest private-sector coal company (by volume), with 26 active coal mining operations located in the United States and Australia. The Debtors' domestic mines produce and sell thermal coal, which is primarily purchased by electricity generators. PEC's Australian operations mine both thermal and metallurgical coal, a majority of which is exported to international customers. As of December 31, 2015, Debtor PEC and its subsidiaries' property holdings include 6.3 billion tons of proven and probable coal reserves and

² A copy of the proposed order will be made available on the Debtors' case website at <http://www.kccllc.net/peabody>.

approximately 500,000 acres of surface property through ownership and lease agreements. In the United States alone, as of December 31, 2015, the Debtors held an estimated 5.5 billion tons of proven and probable coal reserves, and the Debtors generated sales of approximately 180 million tons of coal. In addition to its mining operations, the Debtors market and broker coal from other coal producers across the United States, Australia, Europe and Asia.

5. The Debtors operate in a competitive and highly regulated industry that has experienced strong headwinds and precipitously declining demand and pricing in recent years due to the rise of low priced alternative energy sources – including an abundance of natural gas. Combined with these factors, slowing global economic growth drove a wide range of goods prices lower in 2015 and resulted in the largest broad market decline since 1991. Indeed, demand from electric utilities in the United States alone declined approximately 110 million tons in 2015. These market conditions, in connection with lower realized pricing in the United States and Australia, resulted in a 21.0 million ton decline in the Debtors' and their non-debtor subsidiaries' coal sales during 2015. As a result of these challenges, several large United States coal companies have filed for chapter 11 protection in recent years.

6. A comprehensive description of the Debtors' businesses and operations, capital structure and the events leading to the commencement of these chapter 11 cases can be found in the Declaration of Amy Schwetz, Executive Vice President and Chief Financial Officer of Debtor PEC, in Support of First Day Motions of Debtors and Debtors in Possession (the "First Day Declaration"), which was filed contemporaneously herewith and is incorporated herein by reference.

Argument

7. Section 105(a) of the Bankruptcy Code authorizes this Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the

Bankruptcy Code].” Further, Bankruptcy Rule 9006(c) provides that the Court, for cause shown, may in its discretion reduce the notice period normally required for motions. Lastly, Local Bankruptcy Rule 9013-2(A) allows a hearing to be scheduled on an expedited basis “by written motion, setting forth the reason the matter should be considered on an expedited . . . basis.”

8. On the Petition Date, the Debtors filed each of the First Day Motions so as to be heard by this Court on an expedited basis. As described in detail in each of the First Day Motions and the First Day Declaration, the relief requested in the First Day Motions is essential to maintaining the normal day-to-day operations of the Debtors' businesses. Such expedited relief is also necessary to preserve and maximize the value of the Debtors' estates. Accordingly, the Debtors believe that the First Day Motions involve matters that require an expedited hearing and that cause exists to schedule an expedited hearing (the “First Day Hearing”) on each of the First Day Motions.

9. Courts in this District and elsewhere have granted similar relief concerning expedited consideration of first day motions in other large chapter 11 cases. See, e.g., In re Noranda Aluminum, Inc., No. 16-10083 (Bankr. E.D. Mo. Feb. 9, 2016) (Docket No. 80); In re Arch Coal, Inc., No. 16-40120 (Bankr. E.D. Mo. Jan. 14, 2016) (Docket No. 87); In re Brody Mining, LLC, No. 13-48727 (Bankr. E.D. Mo. Sept. 27, 2013) (Docket No. 13); In re ContinentalAFA Dispensing Co., No. 08-45921 (Bankr. E.D. Mo. Aug. 8, 2008) (Docket No. 26); accord In re Alpha Natural Res., Inc., No. 15-33896 (Bankr. E.D. Va. Aug. 5, 2015) (Docket No. 88); In re Patriot Coal Corp., No. 15-32450 (Bankr. E.D. Va. May 15, 2015) (Docket No. 94); In re James River Coal Co., No. 14-31848 (Bankr. E.D. Va. Apr. 9, 2014) (Docket No. 43).³

³ Unreported orders cited herein are not attached to this Motion. Copies of these orders will be made available to the Court or other parties upon request from the Debtors' counsel.

Notice

10. Notice of this Motion has been given to: (a) Davis Polk & Wardwell LLP and Bryan Cave LLP as counsel to Citibank, N.A. as Administrative Agent for the First Lien Secured Credit Facility and the Debtors' proposed debtor in possession secured credit facility; (b) Brown Rudnick LLP, as counsel to Wilmington Savings Fund Society, FSB as prospective trustee and collateral agent for the Secured Second Lien Notes; (c) Foley & Lardner LLP, as counsel to Wilmington Trust Company as prospective Indenture Trustee for the Unsecured Notes;⁴ (d) Robinson & Cole LLP, as counsel to U.S. Bank as resigning trustee and collateral agent for the Second Lien Notes, the Unsecured Notes and the Convertible Notes;⁵ (e) counsel to any ad hoc committees; (f) the Debtors' 50 largest unsecured creditors; (g) Mayer Brown LLP, as counsel to PNC Bank, N.A., as Administrator under the Debtors' prepetition accounts receivable securitization facility; (h) the United Mine Workers of America; (i) the Office of the United States Trustee for the Eastern District of Missouri; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; (l) the United States Department of the Interior; (m) the United States Department of Labor; (n) the United States Attorney's Office for the Eastern District of Missouri; and (o) Pension Benefit Guaranty Corporation (collectively, the "Notice Parties"). In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

⁴ These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; and the (iv) 7.875% Senior Notes due November 2026.

⁵ These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; (iv) 7.875% Senior Notes due November 2026; and the (v) Convertible Junior Subordinated Debentures due December 2066.

No Prior Request

11. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with these chapter 11 cases.

WHEREFORE, the Debtors respectfully request that the Court: (i) enter an order, substantially in the form submitted to the Court, granting the relief requested herein; and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: April 13, 2016
St. Louis, Missouri

Respectfully submitted,

/s/ Steven N. Cousins
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*Proposed Attorneys for Debtors
and Debtors in Possession*

SCHEDULE 1

	Debtor's Name	Debtor's EIN Number
1.	Peabody Energy Corporation	13-4004153
2.	American Land Development, LLC	20-3405570
3.	American Land Holdings of Colorado, LLC	26-3730572
4.	American Land Holdings of Illinois, LLC	30-0440127
5.	American Land Holdings of Indiana, LLC	20-2514299
6.	American Land Holdings of Kentucky, LLC	20-0766113
7.	American Land Holdings of New Mexico, LLC	32-0478983
8.	American Land Holdings of West Virginia, LLC	20-5744666
9.	Arid Operations, Inc.	84-1199578
10.	Big Ridge, Inc.	37-1126950
11.	Big Sky Coal Company	81-0476071
12.	Black Hills Mining Company, LLC	32-0049741
13.	BTU Western Resources, Inc.	20-1019486
14.	Caballo Grande, LLC	27-1773243
15.	Caseyville Dock Company, LLC	20-8080107
16.	Central States Coal Reserves of Illinois, LLC	43-1869432
17.	Central States Coal Reserves of Indiana, LLC	20-3960696
18.	Century Mineral Resources, Inc.	36-3925555
19.	Coal Reserve Holding Limited Liability Company No. 1	43-1922737
20.	COALSALES II, LLC	43-1610419
21.	Colorado Yampa Coal Company, LLC	95-3761211
22.	Conservancy Resources, LLC	20-5744701
23.	Cottonwood Land Company	43-1721982
24.	Cyprus Creek Land Company	73-1625890
25.	Cyprus Creek Land Resources LLC	75-3058264
26.	Dyson Creek Coal Company, LLC	43-1898526
27.	Dyson Creek Mining Company, LLC	20-8080062
28.	El Segundo Coal Company, LLC	20-8162824
29.	Empire Land Holdings, LLC	61-1742786
30.	Falcon Coal Company, LLC	35-2006760
31.	Four Star Holdings, LLC	30-0885825
32.	Francisco Equipment Company, LLC	37-1805119
33.	Francisco Land Holdings Company, LLC	36-4831111
34.	Francisco Mining, LLC	30-0922117
35.	Gallo Finance Company, LLC	43-1823616
36.	Gold Fields Chile, LLC	13-3004607
37.	Gold Fields Mining, LLC	36-2079582
38.	Gold Fields Ortiz, LLC	22-2204381
39.	Hayden Gulch Terminal, LLC	86-0719481
40.	Highwall Mining Services Company	20-0010659
41.	Hillside Recreational Lands, LLC	32-0214135
42.	HMC Mining, LLC	43-1875853
43.	Illinois Land Holdings, LLC	26-1865197
44.	Independence Material Handling, LLC	43-1750064
45.	James River Coal Terminal, LLC	55-0643770
46.	Juniper Coal Company, LLC	43-1744675
47.	Kayenta Mobile Home Park, Inc.	86-0773596
48.	Kentucky Syngas, LLC	26-1156957
49.	Kentucky United Coal, LLC	35-2088769
50.	Lively Grove Energy, LLC	20-5752800
51.	Lively Grove Energy Partners, LLC	26-0180403
52.	Marigold Electricity, LLC	26-0180352
53.	Midco Supply and Equipment Corporation	43-6042249
54.	Midwest Coal Acquisition Corp.	20-0217640
55.	Midwest Coal Reserves of Illinois, LLC	20-3960648

	Debtor's Name	Debtor's EIN Number
56.	Midwest Coal Reserves of Indiana, LLC	20-3405958
57.	Midwest Coal Reserves of Kentucky, LLC	20-3405872
58.	Moffat County Mining, LLC	74-1869420
59.	Mustang Energy Company, LLC	43-1898532
60.	New Mexico Coal Resources, LLC	20-3405643
61.	NM Equipment Company, LLC	36-4821991
62.	Pacific Export Resources, LLC	27-5135144
63.	Peabody America, LLC	93-1116066
64.	Peabody Archveyor, L.L.C.	43-1898535
65.	Peabody Arclar Mining, LLC	31-1566354
66.	Peabody Asset Holdings, LLC	20-3367333
67.	Peabody Bear Run Mining, LLC	26-3582291
68.	Peabody Bear Run Services, LLC	26-3725923
69.	Peabody Caballo Mining, LLC	83-0309633
70.	Peabody Cardinal Gasification, LLC	20-5047955
71.	Peabody China, LLC	43-1898525
72.	Peabody Coalsales, LLC	20-1759740
73.	Peabody COALTRADE International (CTI), LLC	20-1435716
74.	Peabody COALTRADE, LLC	43-1666743
75.	Peabody Colorado Operations, LLC	20-2561644
76.	Peabody Colorado Services, LLC	26-3723774
77.	Peabody Coulterville Mining, LLC	20-0217834
78.	Peabody Development Company, LLC	43-1265557
79.	Peabody Electricity, LLC	20-3405744
80.	Peabody Employment Services, LLC	26-3730348
81.	Peabody Energy Generation Holding Company	73-1625891
82.	Peabody Energy Investments, Inc.	68-0541702
83.	Peabody Energy Solutions, Inc.	43-1753832
84.	Peabody Gateway North Mining, LLC	27-2294407
85.	Peabody Gateway Services, LLC	26-3724075
86.	Peabody Holding Company, LLC	74-2666822
87.	Peabody Holdings (Gibraltar) Limited	20-5543587
88.	Peabody IC Funding Corporation	46-2326991
89.	Peabody IC Holdings, LLC	30-0829603
90.	Peabody Illinois Services, LLC	26-3722638
91.	Peabody Indiana Services, LLC	26-3724339
92.	Peabody International Investments, Inc.	26-1361182
93.	Peabody International Services, Inc.	20-8340434
94.	Peabody Investments Corp.	20-0480084
95.	Peabody Magnolia Grove Holdings, LLC	61-1683376
96.	Peabody Midwest Management Services, LLC	26-3726045
97.	Peabody Midwest Mining, LLC	35-1799736
98.	Peabody Midwest Operations, LLC	20-3405619
99.	Peabody Midwest Services, LLC	26-3722194
100.	Peabody Mongolia, LLC	20-8714315
101.	Peabody Natural Gas, LLC	43-1890836
102.	Peabody Natural Resources Company	51-0332232
103.	Peabody New Mexico Services, LLC	20-8162939
104.	Peabody Operations Holding, LLC	26-3723890
105.	Peabody Powder River Mining, LLC	43-0996010
106.	Peabody Powder River Operations, LLC	20-3405797
107.	Peabody Powder River Services, LLC	26-3725850
108.	Peabody PowerTree Investments, LLC	20-0116980
109.	Peabody Recreational Lands, L.L.C.	43-1898382
110.	Peabody Rocky Mountain Management Services, LLC	26-3725390
111.	Peabody Rocky Mountain Services, LLC	20-8162706
112.	Peabody Sage Creek Mining, LLC	26-3730653
113.	Peabody School Creek Mining, LLC	20-3585831

	Debtor's Name	Debtor's EIN Number
114.	Peabody Services Holdings, LLC	26-3726126
115.	Peabody Southwest, LLC	20-5744732
116.	Peabody Southwestern Coal Company, LLC	43-1898372
117.	Peabody Terminal Holding Company, LLC	26-1087861
118.	Peabody Terminals, LLC	31-1035824
119.	Peabody Trout Creek Reservoir LLC	30-0746873
120.	Peabody Twentymile Mining, LLC	26-3725223
121.	Peabody Venezuela Coal Corp.	43-1609813
122.	Peabody Venture Fund, LLC	20-3405779
123.	Peabody-Waterside Development, L.L.C.	75-3098342
124.	Peabody Western Coal Company	86-0766626
125.	Peabody Wild Boar Mining, LLC	26-3730759
126.	Peabody Wild Boar Services, LLC	26-3725591
127.	Peabody Williams Fork Mining, LLC	20-8162742
128.	Peabody Wyoming Gas, LLC	20-5744610
129.	Peabody Wyoming Services, LLC	26-3723011
130.	PEC Equipment Company, LLC	20-0217950
131.	PG INVESTMENTS SIX, L.L.C.	43-1898530
132.	Point Pleasant Dock Company, LLC	20-0117005
133.	Pond River Land Company	73-1625893
134.	Porcupine Production, LLC	43-1898379
135.	Porcupine Transportation, LLC	43-1898380
136.	Riverview Terminal Company	13-2899722
137.	Sage Creek Holdings, LLC	26-3286872
138.	Sage Creek Land & Reserves, LLC	38-3936826
139.	School Creek Coal Resources, LLC	20-2902073
140.	Seneca Coal Company, LLC	84-1273892
141.	Seneca Property, LLC	36-4820253
142.	Shoshone Coal Corporation	25-1336898
143.	Southwest Coal Holdings, LLC	37-1794829
144.	Star Lake Energy Company, L.L.C.	43-1898533
145.	Sugar Camp Properties, LLC	35-2130006
146.	Thoroughbred Generating Company, L.L.C.	43-1898534
147.	Thoroughbred Mining Company LLC.	73-1625889
148.	Twentymile Coal, LLC	95-3811846
149.	Twentymile Equipment Company, LLC	38-3982017
150.	Twentymile Holdings, LLC	38-3937156
151.	United Minerals Company, LLC	35-1922432
152.	West Roundup Resources, LLC	20-2561489
153.	Wild Boar Equipment Company, LLC	32-0488114
154.	Wild Boar Land Holdings Company, LLC	36-4831131

EXHIBIT A

Proposed First Day Agenda

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,
Debtors.

Case No. 16-42529
CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:
TBD

Hearing Location:
TBD

PROPOSED FIRST DAY AGENDA

I. Introduction

Introductory Presentation

1. **"Pro Hac Vice Motions"** — Verified Motion For Admission, *Pro Hac Vice* (Final Order);
2. **"Motion to Exceed Page Limits"** — Motion of the Debtors and Debtors in Possession for Leave to Exceed the Page Limitation in Their First Day Motions
3. **"Joint Administration"** — Motion of the Debtors and Debtors in Possession, Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Local Rule 1015(B), for an Order (I) Directing the Joint Administration of the Debtors' Chapter 11 Cases and (II) Granting Related Relief (Final Order);
4. **"First Day Declaration"**
 - a. Declaration of Amy Schwetz, Executive Vice President and Chief Financial Officer of Debtor Peabody Energy Corporation, in Support of Debtors' "First Day" Motions of Debtors and Debtors in Possession;
5. **"Foreign Representative Motion"** — Motion of Certain Debtors and Debtors in Possession, Pursuant to Sections 105(a), 1107 and 1505 of the Bankruptcy Code, for an Order (I) Appointing the Foreign Representative of Peabody Holdings (Gibraltar) Limited and (II) Granting Related Relief

II. First Day Matters

Procedural and Administrative Pleadings

6. **"Consolidated Lists"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 107(c), 342 and 521 of the Bankruptcy Code, Bankruptcy Rules 1007(a), 2002(a), 2002(f) and 9037 and Local Bankruptcy Rules 1002(C), 1007-7, 1009, 2002-1 and 2002-2, for an Order (I) Authorizing the Debtors and Debtors in Possession to File a Reformatted and Redacted Creditor Mailing Matrix; (II) Deeming That Certain Procedures Satisfy the Requirements of Local Bankruptcy Rules 1007-7 and 1009; (III) Approving the Form and Manner of Service of the Order and Notice of the Commencement of the Debtors' Chapter 11 Cases; and (IV) Authorizing the Filing of a Consolidated List of Top 50 Unsecured Creditors (Final Order);
7. **"Extension for Time to File Schedules"** — Motion of the Debtors and Debtors in Possession for an Order (I) Granting Them an Extension of Time Within Which to File Schedules and Related Documents, (II) Waiving the Requirement to File a List of Equity Security Holders; (III) Extending the Time to Schedule the 341 Meeting; and (IV) Granting Them an Extension of Time to File 2015.3 Reports (Final Order);
8. **"Case Management"** — Motion of the Debtors and Debtors in Possession for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures (Final Order);
9. **"Claims and Noticing Agent"** — Application of the Debtors and Debtors in Possession, Pursuant to Section 105(a) of the Bankruptcy Code, 28 U.S.C. § 156(c) and Bankruptcy Rule 2002, for an Order Authorizing Debtors to Employ and Retain Kurtzman Carson Consultants, LLC as Claims, Ballot and Noticing Agent, Nunc Pro Tunc to the Petition Date (Final Order);
10. **"Automatic Stay"** — Motion of the Debtors and Debtors in Possession, Pursuant to Section 105(a) of the Bankruptcy Code, for an Order (I) Confirming the Protections of Sections 362, 365 and 525 of the Bankruptcy Code and (II) Granting Certain Related Relief (Final Order);

Pleadings Regarding Employee Matters

11. **"Employee Wages and Benefits"** — Motion of Debtors and Debtors in Possession for an Order: (I) Authorizing Payment of Prepetition Employee Wages and benefits; (II) Authorizing Payment and Continuation of Certain Postpetition Employee Wages and Benefits; (III) Authorizing Payment of Costs and Expenses Incident to the Foregoing; (IV) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (V) Granting Other Related Relief (Final Order);

12. **"Workers' Compensation and Insurance"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363 and 364 of the Bankruptcy Code, for Interim and Final Orders Authorizing Them To: (I) Maintain, Continue and Renew Their Property Casualty, Liability, Workers' Compensation and Other Insurance Programs, Policies and Agreements; and (II) Honor Certain Prepetition Obligations in Respect Thereof (Interim Order);

Pleadings Regarding Business Operations of the Debtors

13. **"Coal Sale Contracts"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363 of the Bankruptcy Code, for an Order (I) Authorizing the Debtors to Enter Into and Perform Under Coal Contracts and (II) Granting Certain Related Relief (Final Order);
14. **"Taxes"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 362(d), 363(b), 507(a) and 541 of the Bankruptcy Code, for an Order Authorizing the Debtors and Debtors in Possession to Pay Certain Prepetition Taxes (Final Order);
15. **"Trading Motion"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code, for Entry of Interim and Final Orders: (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities; (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates; and (III) Granting Related Relief (Interim Order);
16. **"Surety Bonds"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363 and 364 of the Bankruptcy Code, for Interim and Final Orders (I) Authorizing the Debtors to Maintain, Continue and Renew their Surety Bond Program and (II) Granting Certain Related Relief (Interim Order);
17. **"Customer Obligations"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code, for and Order Authorizing Them to Honor Customer and for Related Relief (Final Order);
18. **"Utilities"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, for an Order Establishing Adequate Assurance Procedures with Respect to Their Utility Providers (Final Order);
19. **"Vendor Comfort"** — Motion of the Debtors and Debtors in Possession for an Order (I) Confirming the Administrative Expense Status of the Debtors' Undisputed Obligations to Vendors Arising For the Postpetition Delivery of Goods and Provision of Services and (II) Granting Other Related Relief (Final Order);

- 20. **"Lienholders"** — Motion of the Debtors and Debtors in Possession for an Order (I) Authorizing Them to Pay Prepetition Claims of Certain Lien Claimants and (II) Granting Related Relief (Final Order);
- 21. **"Essential Suppliers"** — Motion of the Debtors and Debtors in Possession, Pursuant to Section 105(a), 363(b) and 503(b)(9) of the Bankruptcy Code, for Interim and Final Orders Authorizing Them to Pay Prepetition Claims of Certain Essential Suppliers and Service Providers (Interim Order);

Cash Management and Financing Motions

- 22. **"ADM Motion"** — Motion of the Debtors and Debtors in Possession for Entry of Interim and Final Orders (I) Authorizing the Continuation and Assumption of the ADM Agreement and (II) Granting Related Relief (Interim Order);
- 23. **"Cash Management"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 345, 363(c)(1), 364, 503(b)(1) and 553 of the Bankruptcy Code, for Interim and Final Orders: (I) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms; (II) Granting a Waiver of the Requirements of Section 345(b) and Certain of the U.S. Trustee's Operating Guidelines; (III) Permitting Continued Intercompany Transactions; (IV) Preserving and Permitting the Exercise of Intercompany Setoff Rights; and (VI) Authorizing Banks to Honor Certain Transfers and Charge Certain Fees and Other Amounts (Interim Order);
- 24. **"Accounts Receivables Securitization Motion and Sealing Motion"** —
 - (i) Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 107(b) of the Bankruptcy Code, for Entry of an Order Authorizing Them to File Under Seal the Fee Letter Relating to the Debtors' Securitization Facility Motion (Final Order);
 - (ii) Motion of the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 105, 362(d), 363(b)(1), 363(f), 363(m), 363(c)(1), 364(c)(2), 363(d), 364(d), 364(e) and 365, for Entry of Interim and Final Orders: (I) Authorizing Certain Debtors to Continue Selling and Contributing Receivables and Related Rights Pursuant to a Securitization Facility; (II) Modifying the Automatic Stay; and (III) Granting Related Relief (Interim Order);

25. "DIP Motion and Sealing Motion" —

- (i) Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 107(b) of the Bankruptcy Code, for Entry of an Order Authorizing Them to File Under Seal the Fee Letter Relating to Debtors' DIP Motion (Final Order);
- (ii) Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105, 361, 362, 363, 364 and 507(b) and Bankruptcy Rules 4001(b) and (c), for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing and (B) to Utilize Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing (Interim Order);

Professional Retention Applications

- 26. "Counsel" —** Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014(A) and 2016-1 for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Jones Day as Counsel, Effective as of the Petition Date (Final Order);
- 27. "Local Co-Counsel" —** Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014(A) and 2016-1 for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Armstrong Teasdale as Local Co-Counsel, Effective as of the Petition Date (Final Order)

Second Day Motions

- 28. "503(b)(9) Procedures" —** Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363 and 503 of the Bankruptcy Code and Bankruptcy Rules 3002 and 3003, for an Order (I) Establishing Procedures to Resolve Claims Arising Under Section 503(b)(9) of the Bankruptcy Code and (II) Granting Related Relief (Final Order);
- 29. "Reclamation Procedures" —** Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 362 of the Bankruptcy Code and Bankruptcy Rule 9019(b), for an Order (I) Establishing Procedures for Resolving Reclamation Claims Asserted Against the Debtors and Debtors in Possession and (II) Granting Related Relief (Final Order);
- 30. "Ordinary Course Professionals Motion" —** Motion of the Debtors and Debtors in Possession for an Order Authorizing the Retention and

Compensation of Professionals Utilized by the Debtors in the Ordinary Course of Business (Final Order);

31. **"Interim Compensation Motion"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1 and 2016-2, for an Order Establishing Procedures for Interim Monthly Compensation of Professionals (Final Order);
32. **"Motion to Reject Executory Contracts"** — Motion of the Debtors and Debtors in Possession, Pursuant to Section 105 and 365 of the Bankruptcy Code, for an Order Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases Nunc Pro Tunc to the Petition Date (Final Order);
33. **"Workers' Compensation and Insurance"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363 and 364 of the Bankruptcy Code, for Interim and Final Orders Authorizing Them To: (I) Maintain, Continue and Renew Their Property Casualty, Liability, Workers' Compensation and Other Insurance Programs, Policies and Agreements; and (II) Honor Certain Prepetition Obligations in Respect Thereof (Final Order);
34. **"Trading Motion"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code, for Entry of Interim and Final Orders: (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities; (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates; and (III) Granting Related Relief (Final Order);
35. **"Surety Bonds"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363 and 364 of the Bankruptcy Code, for Interim and Final Orders (I) Authorizing the Debtors to Maintain, Continue and Renew their Surety Bond Program and (II) Granting Certain Related Relief (Final Order);
36. **"Essential Suppliers"** — Motion of the Debtors and Debtors in Possession, Pursuant to Section 105(a), 363(b) and 503(b)(9) of the Bankruptcy Code, for Interim and Final Orders Authorizing Them to Pay Prepetition Claims of Certain Essential Suppliers and Service Providers (Final Order);
37. **"ADM Motion"** — Motion of the Debtors and Debtors in Possession for Entry of Interim and Final Orders (I) Authorizing the Continuation and Assumption of the ADM Agreement and (II) Granting Related Relief (Final Order);

38. **"Cash Management"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 345, 363(c)(1), 364, 503(b)(1) and 553 of the Bankruptcy Code, for Interim and Final Orders: (I) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms; (II) Granting a Waiver of the Requirements of Section 345(b) and Certain of the U.S. Trustee's Operating Guidelines; (III) Permitting Continued Intercompany Transactions; (IV) Preserving and Permitting the Exercise of Intercompany Setoff Rights; and (VI) Authorizing Banks to Honor Certain Transfers and Charge Certain Fees and Other Amounts (Final Order);
39. **"Accounts Receivables Securitization Motion"** — Motion of the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 105, 362(d), 363(b)(1), 363(f), 363(m), 363(c)(1), 364(c)(2), 363(d), 364(d), 364(e) and 365, for Entry of Interim and Final Orders: (I) Authorizing Certain Debtors to Continue Selling and Contributing Receivables and Related Rights Pursuant to a Securitization Facility; (II) Modifying the Automatic Stay; and (III) Granting Related Relief (Final Order)
40. **"DIP Motion"** — Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105, 361, 362, 363, 364 and 507(b) and Bankruptcy Rules 4001(b) and (c), for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing and (B) to Utilize Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing (Final Order);
41. **"Financial Advisor"** — Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a), 328(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014(A), for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ FTI Consulting, Inc. as Financial Advisors, Nunc Pro Tunc to the Petition Date (Final Order);
42. **"Investment Banker"** — Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a), 328(a) and 1107(b) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014(A), for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Lazard Frères & Co. LLC and Lazard Pty Limited as Investment Banker, Nunc Pro Tunc to the Petition Date (Final Order).

EXHIBIT B

First Day Notice

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,

Debtors.

Case No. 16-42529
CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:
TBD

Hearing Location:
TBD

NOTICE OF CHAPTER 11 FILING AND OF HEARING ON FIRST DAY MOTIONS

PLEASE TAKE NOTICE THAT:

1. On April 13, 2016 Peabody Energy Corporation and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Eastern District of Missouri (the "Court").

2. Together with their petitions, the Debtors also filed and requested a prompt Court hearing (the "First Day Hearing") on certain first day motions (collectively, the "First Day Motions") identified on the proposed First Day Agenda attached hereto.

3. **The Court has scheduled the First Day Hearing for _____, 2016 at _____ .m. in Courtroom _____** of the United States Bankruptcy Court for the Eastern District of Missouri, Eastern Division, [. . .]. The First Day Hearing may be adjourned from time to time without further notice other than an announcement at the First Day Hearing.

4. A copy of each of the First Day Motions can be viewed on the Court's website <http://www.moeb.uscourts.gov/cmecf.htm> or free of charge at <http://www.kccllc.net/peabody>.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney if you have one in these bankruptcy cases. (If you do not have one in these bankruptcy cases, you may wish to consult one.)

If you do not want the Court to grant the relief requested in the First Day Motions, or if you want the Court to consider your view on the First Day Motions, you or your attorney must attend the First Day Hearing. **If you or your attorney do not attend the First Day Hearing, the Court may grant the relief requested in the First Day Motions.**

Dated: _____
St. Louis, Missouri

Respectfully submitted,

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*Proposed Attorneys for Debtors
and Debtors in Possession*